

WC 07-151

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LEGAL INSIGHT. BUSINESS INSTINCT.

Russell M. Blau
Troy F. Tanner
Phone: (202) 373-6000
Fax: (202) 373-6001

July 16, 2007

Via Courier

FCC/ASLIS JUL 17 2007

Marlene H. Dortch, Secretary
Federal Communications Commission
Wireline Competition Bureau – CPD – 214 Appls.
P.O. Box 358145
Pittsburgh, PA 15251-5145

Re: In the Matter of the Joint Application of North Pittsburgh Systems, Inc. (“Transferor”) and Consolidated Communications Holdings, Inc. (“Transferee”) For Approval of the Grant of Authority Pursuant to Section 214 of the Communications Act of 1934, as amended, for Approval of a Transfer of Control

Dear Ms. Dortch:

On behalf of North Pittsburgh Systems, Inc. (“Transferor” of “NPSI”) and Consolidated Communications Holdings, Inc. (Transferee” or “CCH”), enclosed please find an original and six (6) copies of an application for approval to transfer control of NPSI’s subsidiaries that hold domestic and international authority and their respective Section 214 authorizations from NPSI to CCH. Pursuant to Section 63.04(b) of the Commission’s Rules, Applicants submit this filing as a combined international section 214 transfer of control application and domestic section 214 transfer of control application (“Combined Application”).

Also enclosed is a completed Fee Remittance Form 159 containing a valid credit card number and expiration date for payment, in the amount of \$965.00, to the Federal Communications Commission, which satisfies the filing fee required for this Combined Application under line 2.b of Section 1.1105 of the Commission’s Rules. Applicants are simultaneously filing the Combined Application with the International Bureau through the MyIBFS Filing System.

Please date-stamp the enclosed extra copy of this filing and return it in the envelope provided. Please direct any questions regarding this filing to the undersigned.

Respectfully submitted,



Russell M. Blau
Troy F. Tanner

- Boston
- Hartford
- Hong Kong
- London
- Los Angeles
- New York
- Orange County
- San Francisco
- Santa Monica
- Silicon Valley
- Tokyo
- Walnut Creek
- Washington

Bingham McCutchen LLP
2020 K Street NW
Washington, DC
20006-1806

F 202.373.6000
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FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

(1) LOCKBOX # 358145	SPECIAL USE ONLY
	FCC USE ONLY

SECTION A - PAYER INFORMATION

(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Bingham McCutchen LLP	(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$965.00
(4) STREET ADDRESS LINE NO. 1 c/o Troy Tanner	
(5) STREET ADDRESS LINE NO. 2 2020 K Street NW, 10th Floor	
(6) CITY Washington	(7) STATE DC
	(8) ZIP CODE 20006
(9) DAYTIME TELEPHONE NUMBER (include area code) 202-373-6000	(10) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) REQUIRED

(11) PAYER (FRN) 0004353900	(12) FCC USE ONLY
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IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)
COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(13) APPLICANT NAME Consolidated Communications Holdings, Inc.		
(14) STREET ADDRESS LINE NO. 1 350 S. Loop 336 W.		
(15) STREET ADDRESS LINE NO. 2		
(16) CITY Conroe	(17) STATE TX	(18) ZIP CODE 77304
(19) DAYTIME TELEPHONE NUMBER (include area code) 936-788-7414	(20) COUNTRY CODE (if not in U.S.A.)	

FCC REGISTRATION NUMBER (FRN) REQUIRED

(21) APPLICANT (FRN) 0007494776	(22) FCC USE ONLY
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COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CUT	(25A) QUANTITY
(26A) FEE DUE FOR (PTC) \$965.00	(27A) TOTAL FEE \$965.00	FCC USE ONLY
(28A) FCC CODE 1	(29A) FCC CODE 2	
(23b) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY
(28B) FCC CODE 1	(29B) FCC CODE 2	

SECTION D - CERTIFICATION

CERTIFICATION STATEMENT

I, M. Renee Britt, certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.

M. Renee Britt

DATE 7/16/07

ADDITIONAL INFORMATION

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE (CONTINUATION SHEET)

Page No 2 of 2

SPECIAL USE
FCC ONLY

USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT
SECTION BB - ADDITIONAL APPLICANT INFORMATION

(13) APPLICANT NAME
North Pittsburgh Systems, Inc.

(14) STREET ADDRESS LINE NO. 1
4008 Gibsonia Road

(15) STREET ADDRESS LINE NO. 2

(16) CITY Gibsonia	(17) STATE PA	(18) ZIP CODE 15044-9311
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(19) DAYTIME TELEPHONE NUMBER (include area code) 724-442-9600	(20) COUNTRY CODE (if not in U.S.A.)
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FCC REGISTRATION NUMBER (FRN) REQUIRED

(21) APPLICANT (FRN) 0016680316	(22) FCC USE ONLY
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COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE	(25A) QUANTITY
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(26A) FEE DUE FOR (PTC)	(27A) TOTAL FEE	FCC USE ONLY
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(28A) FCC CODE 1	(29A) FCC CODE 2
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(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY
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(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY
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(28B) FCC CODE 1	(29B) FCC CODE 2
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(23C) CALL SIGN/OTHER ID	(24C) PAYMENT TYPE CODE	(25C) QUANTITY
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(26C) FEE DUE FOR (PTC)	(27C) TOTAL FEE	FCC USE ONLY
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(28C) FCC CODE 1	(29C) FCC CODE 2
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(23D) CALL SIGN/OTHER ID	(24D) PAYMENT TYPE CODE	(25D) QUANTITY
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(26D) FEE DUE FOR (PTC)	(27D) TOTAL FEE	FCC USE ONLY
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(28D) FCC CODE 1	(29D) FCC CODE 2
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(23E) CALL SIGN/OTHER ID	(24E) PAYMENT TYPE CODE	(25E) QUANTITY
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(26E) FEE DUE FOR (PTC)	(27E) TOTAL FEE	FCC USE ONLY
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(28E) FCC CODE 1	(29E) FCC CODE 2
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(23F) CALL SIGN/OTHER ID	(24F) PAYMENT TYPE CODE	(25F) QUANTITY
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(26F) FEE DUE FOR (PTC)	(27F) TOTAL FEE	FCC USE ONLY
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(28F) FCC CODE 1	(29F) FCC CODE 2
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**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of)	
)	
NORTH PITTSBURGH SYSTEMS, INC.)	
)	
and)	
)	
CONSOLIDATED COMMUNICATIONS HOLDINGS, INC.)	File No. ITC-T/C-2007 _____
)	WCB Docket No. 07 _____
)	
Application for authority pursuant)	
to Section 214 of the Communications)	
Act of 1934, as amended, for a Transfer of)	
Control of International and Domestic Carriers)	

**APPLICATION FOR A TRANSFER OF CONTROL OF DOMESTIC AND
INTERNATIONAL SECTION 214 AUTHORIZATIONS**

Consolidated Communications Holdings, Inc. (“CCH”) and North Pittsburgh Systems, Inc. (“NPSI” and, together with CCH, “Applicants”), by their undersigned attorneys and pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214, and Sections 63.04 and 63.24 of the Commission’s rules, 47 C.F.R. §§ 63.04 and 63.24, hereby request approval for the transfer of control of NPSI’s subsidiaries that hold domestic and international authority under Section 214 and their respective Section 214 authorizations from NPSI to CCH,¹ as a result of CCH entering into a definitive agreement to acquire all of the stock of NPSI (the “Transaction”). The Section 214 authorizations currently held by the

¹ NPSI’s subsidiaries that operate under domestic authority under Section 214 are: North Pittsburgh Telephone Company (“NPTC”) and Penn Telecom, Inc. (“Penn Telecom”) (collectively, the “Domestic 214 Subsidiaries” or “Operating Subsidiaries”). Penn Telecom also holds international global resale authority under Section 214. See FCC File No. ITC-214-19981009-00695.

Operating Subsidiaries will continue to be held by those entities following consummation of the proposed transaction.

I. DESCRIPTION OF THE PARTIES

A. North Pittsburgh Systems, Inc. (Transferor)

North Pittsburgh Systems, Inc. ("NPSI") is a publicly-traded Pennsylvania holding corporation formed in 1986. NPSI owns 100% of the stock of North Pittsburgh Telephone Company, Penn Telecom, and Pinnatech, all of which are incorporated in Pennsylvania. These companies provide businesses and residences in Western Pennsylvania with a vast array of sophisticated, leading-edge communication services.

North Pittsburgh Telephone Company ("NPTC") is an incumbent local exchange carrier operating in Western Pennsylvania, incorporated in 1906, serving portions of Allegheny, Armstrong, Butler and Westmoreland counties. NPTC offers local dial tone services, switched and special access services, domestic long distance services, traditional and advanced custom calling features, such as Call Waiting, Caller ID, Voice Mail, and Do Not Disturb. Additionally, it offers advanced communication services for residential and business customers such as DSL services, Frame Relay services, ATM services, SONET services and Metro Ethernet services. NPTC is classified as a rural telephone company under the Act.

Penn Telecom, Inc. is a Competitive Local Exchange Carrier (CLEC), Competitive Access Provider and an Interexchange Carrier Reseller (IXC) primarily serving customers located in the metropolitan Pittsburgh area. Penn Telecom offers local dial tone services, switched and special access services, and domestic and international long distance services. Penn Telecom also offers business customers high speed data communications and Internet access utilizing DSL and high speed broadband services such as Frame Relay services, ATM

services, SONET services and Metro Ethernet Services..

Pinnatech, Inc. (d/b/a/ Nauticom) is an Internet service provider/Web Hosting company providing unregulated services in the Western Pennsylvania area, and holds no Commission authorizations or licenses.

NPSI also offers bundled service packages to consumers which include services provided by the Operating Subsidiaries and Pinnatech. NPTC markets and bills and collects for these bundled packaged services on its own behalf and on behalf of its affiliates.

B. Consolidated Communications Holdings, Inc. (Transferee)

CCH is a Delaware corporation founded in 1894, and headquartered in Mattoon, Illinois. Through its operating subsidiaries,² CCH is an established rural local exchange company that provides communications services to residential and business customers in Illinois and in Texas. CCH's main sources of revenues are its local telephone businesses in Illinois and Texas, which offer an array of services, including local dial tone, custom calling features, private line services, long distance, dial-up and high-speed Internet access, carrier access and billing and collection services, video, and retail and wholesale operator services. Each of CCH's subsidiaries that provide local telephone services is classified as a rural telephone company under the Act.

² CCH's subsidiaries that hold international authority under Section 214 are: Consolidated Communications Network Services, Inc. and Consolidated Communications Telecom Services of Texas Company. CCH's subsidiaries that operate under domestic authority under Section 214 are: Illinois Consolidated Telephone Company, Consolidated Communications Network Services, Inc., Consolidated Communications Operator Services, Inc., Consolidated Communications Public Services, Inc., Consolidated Communications of Texas Company, Consolidated Communications of Fort Bend Company and Consolidated Communications Telecom Services of Texas Company.

II. DESCRIPTION OF THE TRANSACTION (ANSWER TO QUESTION 13)

In order to consummate the proposed transaction, Applicants have entered into an Agreement and Plan of Merger ("Agreement") dated as of July 1, 2007. Pursuant to the Agreement, in accordance with Pennsylvania corporation law, a newly formed wholly owned subsidiary of CCH, Fort Pitt Acquisition Sub Inc. ("Fort Pitt"), will be merged into NPSI, whereupon the separate existence of Fort Pitt will cease and NPSI will be the surviving corporation.

Pursuant to the Agreement, upon the merger of Fort Pitt into NPSI, each issued and outstanding NPSI common share will be cancelled and the holder of each such share may elect to exchange their shares of NPSI common stock for either \$25.00 in cash or 1.1061947 shares of CCH common stock, subject to proration so that 80 percent of the NPSI shares will be exchanged for cash and 20 percent for stock. In sum, CCH will purchase the outstanding common stock of NPSI for approximately \$375.1 million. Further, each share of common stock of Fort Pitt issued and outstanding immediately prior to the closing of the Transaction shall be converted into and become one share of common stock of NPSI, as the surviving corporation, with the same rights, powers and privileges as the shares so converted and shall constitute the only outstanding shares of capital stock of the surviving corporation. For the Commission's convenience, pre- and post-transaction corporate organizational charts are provided as Exhibit A attached hereto.

The Transaction is expected to close by the end of the year, subject to approvals from federal and state regulators, and NPSI's shareholders. Upon closing, CCH intends to maintain each of the subsidiaries as a separate operating entity after the acquisition for the foreseeable future.

III. PUBLIC INTEREST STATEMENT

Approval of the proposed Transaction will serve the public interest. Applicants anticipate that a number of benefits will ensue from the Transaction for both consumers and the financial posture of the Operating Subsidiaries. With CCH's expertise the NPSI network can be utilized to provide increased penetration of broadband products, and, with limited capital investment, to roll out video service. Approximately 99 percent of NPSI's access lines are currently DSL capable and CCH expects to launch its video product, an offering that is not currently available to NPSI customers, in the Western Pennsylvania markets in 2008. Upon close of the Transaction, both CCH and NPSI expect to realize both annual operating and capital synergies.

Finally, it is anticipated that certain key managers of the Operating Subsidiaries will continue in place following the close of the Transaction. Thus, the Transaction will not have a direct impact on the day-to-day management or operations of the Operating Subsidiaries. Moreover, because the proposed Transaction will be seamlessly consummated at the holding company level, customers will continue to be able to receive existing services with no possibility of interruption.

IV. REQUEST FOR STREAMLINED PROCESSING

As discussed below, this Application is eligible for presumptive streamlined treatment under Sections 63.03(b)(2)(ii) and (iii) and 63.12 of the Commission's rules, 47 C.F.R. §§ 63.03(b)(2)(ii) and (iii) and 63.12, and Applicants hereby request streamlined processing.

V. INFORMATION REQUIRED BY SECTION 63.24(e)

Pursuant to Section 63.24(e) of the Commission's rules, in support of this Application Applicants submit the following information from Section 63.18(a)-(d) for the Transferor and

the Transferee, and from Section 63.18(h)-(p) for the Transferee:

Section 63.18 (Transferor and Transferee) –

- (a) Name, address and telephone number of Transferor and Transferee:

Transferor:

North Pittsburgh Systems, Inc.
4008 Gibsonia Road
Gibsonia, PA 15044-9311
(724) 442-9600
FRN No. 0016680316

Transferee:

Consolidated Communications Holdings, Inc.
121 South 17th Street
Mattoon, Illinois 61938-3987
(217) 235-3311
FRN No. 0007494776

- (b) Transferor: NPSI is a corporation organized under the laws of the Commonwealth of Pennsylvania.

Transferee: CCH is a corporation organized under the laws of the State of Delaware.

ANSWER TO QUESTION 10:

- (c) Correspondence concerning this Application should be sent to:

For Consolidated Communications:

Andrew D. Lipman, Esq.
Russell M. Blau, Esq.
Troy F. Tanner, Esq.
Bingham McCutchen LLP
2020 K Street, N.W.
Washington, DC 20006
Tel: (202) 373-6000
Fax: (202) 373-6001

With copies to:

Michael Shultz
Vice President, Regulatory and Public Policy
Consolidated Communications Holdings, Inc.
350 S. Loop 336 W.
Conroe, TX 77304
Tel: (936) 788-7414

For North Pittsburgh Systems, Inc:

Gregory J. Vogt, Esq.
Law Offices of Gregory J. Vogt, PLLC
2121 Eisenhower Ave., Suite 200
Alexandria, VA 22314
Tel: (703) 838-0115
Fax: (703) 684-3620

With copies to:

Kevin Albaugh
Vice President
North Pittsburgh Systems, Inc.
4008 Gibsonia Road
Gibsonia, PA 15044

- (d) Transferor: NPSI itself does not hold any Commission licenses or authorizations. North Pittsburgh Telephone Company and Penn Telecom, Inc. both provide domestic telecommunications services pursuant to blanket domestic Section 214 authority. Penn Telecom, Inc. also holds international global resale Section 214 authority pursuant to FCC File No. ITC-214-19981009-00695.

Transferee: CCH's subsidiaries currently hold international Section 214 authority to provide (i) global or limited global facilities based and resale international services (with the exception of Ireland) (ITC-214-20020814-00400); and (ii) global or limited global resale service between the United States and Ireland, solely through the resale of unaffiliated U.S. facilities-based carrier's international switched services (ITC-214-20020823-00413).

ANSWER TO QUESTION 11:

Information concerning the ten percent (10%) or greater shareholders of Transferor and Licensee:

North Pittsburgh Telephone Company and Penn Telecom, Inc. are wholly-owned subsidiaries of North Pittsburgh Systems, Inc., which is a widely-held public company with no 10 percent or greater stockholders.

Information concerning the ten percent (10%) or greater shareholders of Transferee:

63.18 (h) Following the completion of the proposed Transaction, NPSI will become a wholly owned subsidiary of Consolidated Communications Holdings, Inc. As a result, the following entities will directly or indirectly own 10% or more of the equity of the **Operating Subsidiaries**:

<u>Name/Address</u>	<u>% Held</u>	<u>Citizenship</u>	<u>Principal Business</u>
Consolidated Communications Holdings, Inc. 121 South 17th Street Mattoon, Illinois 61938-3987	100	U.S.A.	Holding Company

The following entity will hold a ten percent (10%) or greater ownership interest in **Consolidated Communications Holdings, Inc.:**

<u>Name/Address</u>	<u>% Held</u>	<u>Citizenship</u>	<u>Principal Business</u>
Central Illinois Telephone, LLC 121 South 17th Street Mattoon, Illinois 61938-3987	25%	U.S.A.	Investment

The equity interests in CIT are approximately 81.9% owned by SKL Investment Group, a Delaware limited liability company ("SKL"). SKL is owned by Mr. Lumpkin and members of his family. CIT's sole Managing Member with respect to its investment in CCH is Mr. Richard A. Lumpkin. Mr. Lumpkin is also the Chairman of CCH. No individual member of CIT will hold an indirect 10% or greater interest in CCH through their ownership of CIT membership interests. The address of SKL and Mr. Lumpkin is 121 South 17th Street Mattoon, Illinois 61938-3987.

The remaining shares of CCH representing approximately 50% to 60% of CCH are widely distributed among numerous public minority shareholders.

There are no other entities or individuals that will hold a 10% or greater direct or indirect interest in CCH.

ANSWER TO QUESTION 12:

Applicants have no interlocking officers and directors with foreign carriers to report.

ANSWERS TO QUESTIONS 14 – 16, 18:

- (i) CCH certifies that it is not a foreign carrier within the meaning of 63.09(d) of the Commission's Rules. Following consummation of the Transaction, CCH will not be directly affiliated, within the meaning of 63.09 of the Commission's Rules, with any foreign carriers.
- (j) CCH does not seek to provide international telecommunications services to any destination country in which: (1) CCH is a foreign carrier in that country; (2) CCH controls a foreign carrier in that country; or (3) any entity that owns more than 25 percent of CCH, or that controls CCH, controls a foreign carrier in that country. CCH also hereby certifies that it does not seek to provide international telecommunications services to any destination country in which two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of CCH and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the United States.
- (k)-(m) Not applicable because CCH is not a foreign carrier and is not affiliated with a foreign carrier.
- (n) CCH and Penn Telecom certify that neither of them has agreed to accept special concessions, as defined in Section 63.14(b) of the Commission's Rules, directly or indirectly, from any foreign carrier where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.
- (o) CCH, NPSI, NPTC, and Penn Telecom certify, pursuant to Sections 1.2001 through 1.2003 of the Commission's Rules (implementing the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 853(a), that no party to this Application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.
- (p) This Application qualifies for streamlined processing pursuant to Section 63.12 of the Commission's Rules. This Application qualifies for streamlined processing because: (1) CCH is not affiliated with a foreign carrier on any route for which authority is sought; (2) CCH is not affiliated with any dominant U.S. carrier whose international switched or private lines services it seeks to resell; and (3) CCH is not requesting authority to provide switched service over private lines to countries not previously authorized for service by the Commission.

VI. ADDITIONAL INFORMATION REQUIRED UNDER SECTION 63.04(b)

In lieu of an attachment, pursuant to Section 63.04(b) of the Commission's Rules,³ Applicants submit the following information in support of their request for a transfer of control of the Domestic 214 Subsidiaries in order to address the requirements set forth under paragraphs (a)(6) through (a)(12) of Section 63.04.

- (a)(6)** A description of the proposed Transaction is set forth in **Section II** above.
- (a)(7)** The Domestic 214 Subsidiaries provide domestic resold and facilities-based interstate telecommunications services on a retail basis in Western Pennsylvania. In particular, NPTC offers the following telecommunications services: including local dial tone, custom calling features, private line services, domestic long distance services, broadband Internet access transmission services, and switched and special access services. Penn Telecom offers the following telecommunications services: local dial tone, private line services, international and domestic long distance, broadband Internet access transmission services, and switched and special access services. CCH, through several subsidiaries, provides domestic telecommunications services in Illinois and Texas.
- (a)(8)** This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(iii) of the Commission's Rules because North Pittsburgh Telephone Company and CCH's incumbent affiliates providing local services are independent local exchange carriers (as defined in Section 64.1902 of the Commission's Rules) having, in combination, fewer than two (2) percent of the nation's subscriber lines installed in the aggregate nationwide, and no overlapping or adjacent service areas. Further, Penn Telecom is not a facilities-based IXC and has less than a 10 percent market share nationwide of interexchange toll telecommunications services.
- (a)(9)** Through this Application, Applicants seek authority with respect to both international and domestic Section 214 authorizations (this Application is being separately and concurrently filed with respect to both types of authorities in compliance with Section 63.04(b) of the Commission's rules). In addition, Applicants are concurrently filing a FCC Form 603 for the transfer of control of certain wireless licenses held by NPSI. No other applications are being filed with the Commission with respect to this Transaction.

(a)(10) Not applicable.

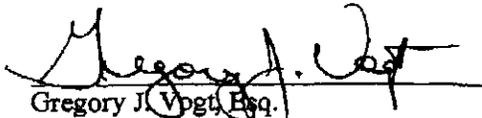
(a)(11) Not applicable.

³ 47 C.F.R. § 63.04(b).

(a)(12) A statement showing how grant of this Application will serve the public interest, convenience and necessity is provided in **Section III** above.

CONCLUSION

For the foregoing reasons, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Application. Applicants respectfully request streamlined and expedited treatment to permit the parties to consummate the proposed Transaction as soon as possible.



Gregory J. Vogt, Esq.
Law Offices of Gregory J. Vogt, PLLC
2121 Eisenhower Ave., Suite 200
Alexandria, VA 22314
Tel: (703) 838-0115
Fax: (703) 684-3620

*Counsel for North Pittsburgh Systems,
Inc.*

Respectfully submitted,



Russell M. Blau, Esq.
Troy F. Tanner, Esq.
Bingham McCutchen LLP
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Tel: (202) 373-6000
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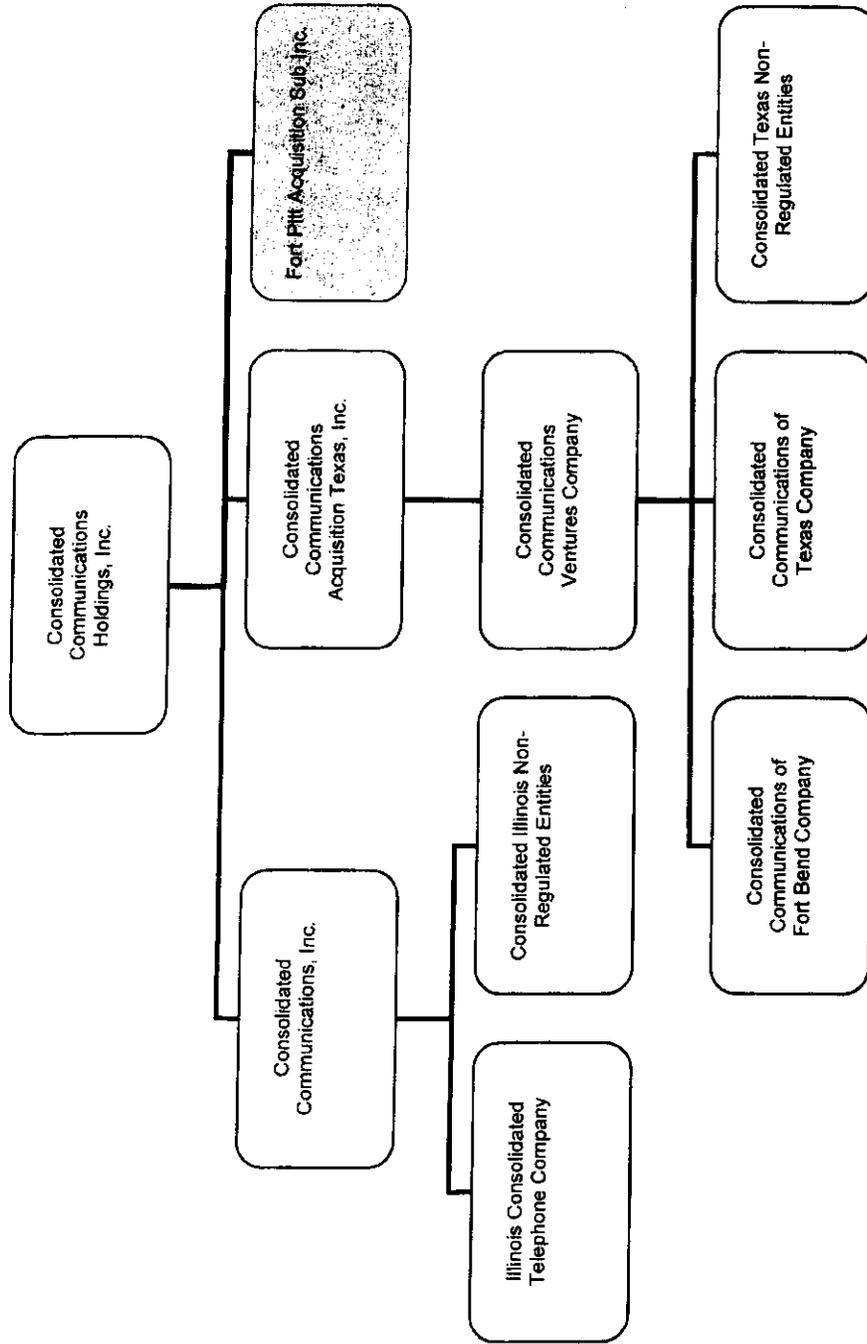
*Counsel for Consolidated Communications
Holdings, Inc.*

Dated: July 16, 2007

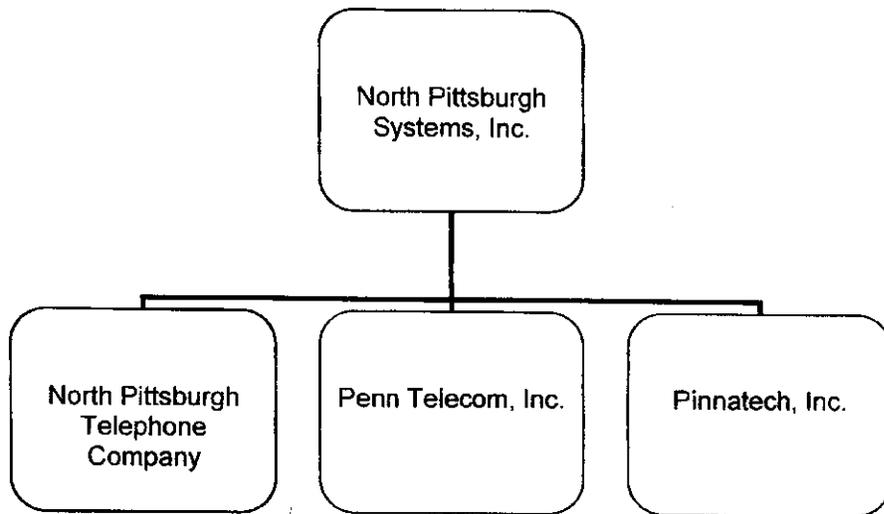
EXHIBIT A

Organization Charts

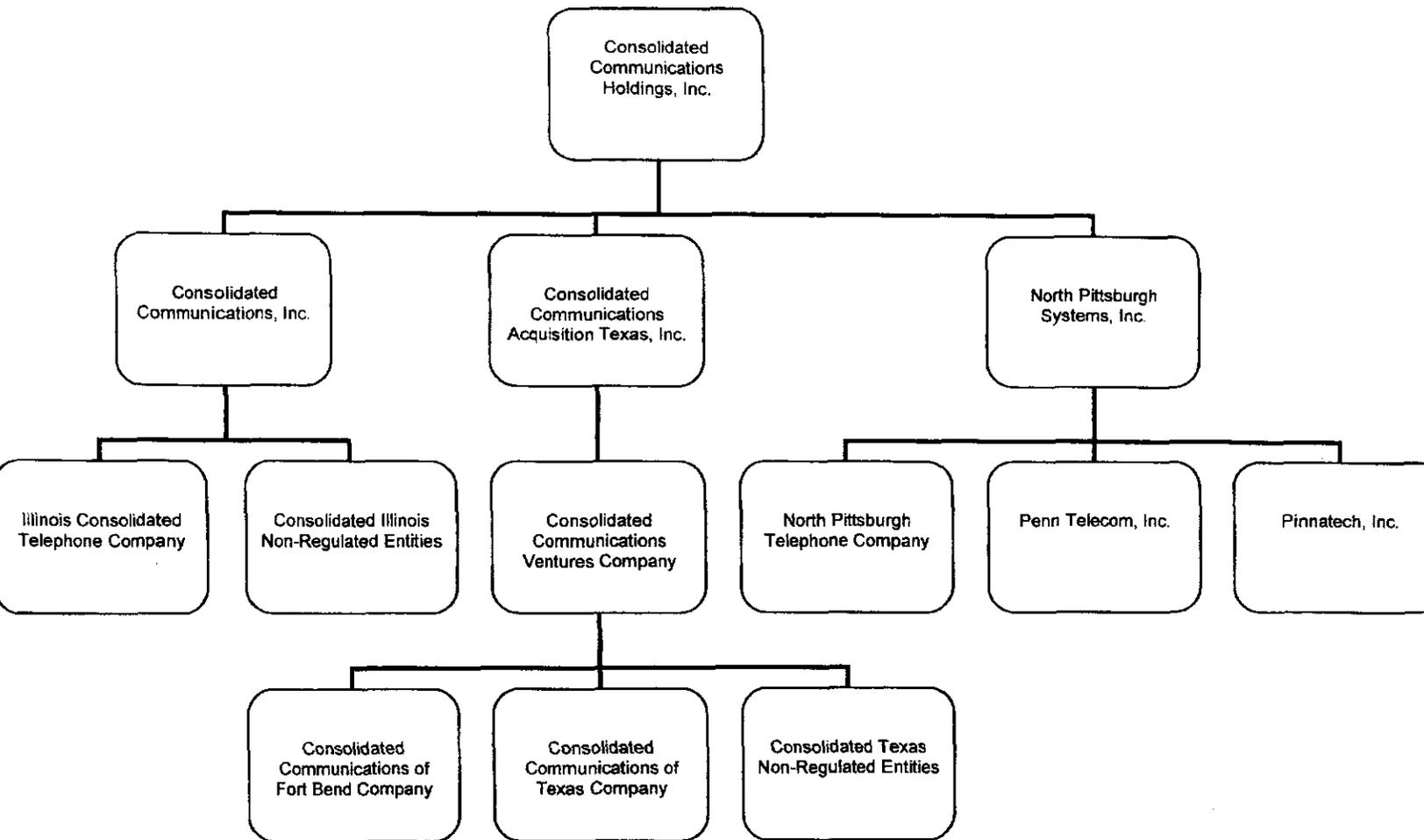
CONSOLIDATED'S ORGANIZATIONAL STRUCTURE
(Existing Structure)



NPSI'S ORGANIZATIONAL STRUCTURE
(Existing Structure)



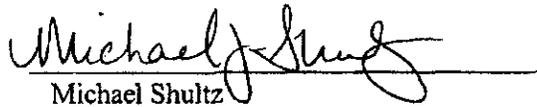
CONSOLIDATED'S ORGANIZATIONAL STRUCTURE
(Post-Merger Structure)



CERTIFICATIONS

CERTIFICATION

I, Michael Shultz, Vice President, Regulatory and Public Policy of Consolidated Communications Holdings, Inc. ("CCH"), hereby certify under penalty of perjury that I am authorized to make this Certification on behalf of Consolidated Communications Holdings, Inc., the Transferee, in the foregoing application. I further certify that the information in the foregoing application as it pertains to the Transferee is true and accurate to the best of my knowledge, and that neither the Transferor nor the Licensee is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 853(a), as amended.

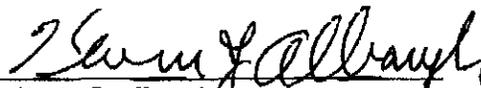


Michael Shultz
Vice President, Regulatory and Public Policy

Date: 7/12/07

CERTIFICATION

I, Kevin J. Albaugh, Vice President of North Pittsburgh Systems, Inc. ("NPSI"), hereby certify under penalty of perjury that I am authorized to make this Certification on behalf of NPSI, North Pittsburgh Telephone Company, and Penn Telecom, Inc., the Transferor and Licensees, respectively, in the foregoing application. I further certify that the information in the foregoing application as it pertains to the Transferor and Licensees is true and accurate to the best of my knowledge, and that neither the Transferor nor the Licensees are subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 853(a), as amended.



Kevin J. Albaugh
Vice President

Date: 7-16-2007